

**CONNECTICUT LOTTERY CORPORATION
LEGAL SERVICES AGREEMENT
REQUEST FOR PROPOSALS
SEPTEMBER 8, 2009
RFP # CLC 200914**

The Connecticut Lottery Corporation (“CLC”), a quasi-public agency with the purpose of generating revenue for the State of Connecticut’s General Fund, issues this Request for Proposals (“RFP”) for its exclusive use. The purpose of this RFP is to obtain competitive Proposals from qualified law firms to provide legal services and representation to the CLC. Proposals will be considered for the categories of legal representation described below. Any firm submitting a Proposal must prepare the Proposal in the manner set forth herein.

I. SCOPE OF SERVICES

Under the direction and control of the President & CEO and Corporate Counsel & Director of Government Affairs for the CLC, provide legal services to the CLC in the following areas:

- General Corporate
- Contracts (including Supplier Agreements, Licensing Agreements and Public Bid Documents)
- General Litigation
- Real Estate
- Labor and Employment
- Intellectual Property
- Freedom of Information
- Gaming Law

The CLC is willing to consider Proposals from law firms that wish to provide legal services and counsel in a select area or all areas listed above. The CLC will award a Contract, or Contracts, for legal representation to the law firm or law firms that submitted the most favorable Proposal, considering price and other factors that in the CLC’s judgment is in the best interests of the CLC.

II. EVALUATION CRITERIA

Firms will be evaluated on the basis of their written responses to this RFP against the criteria set forth below and any additional written information requested by the CLC. As noted in Section VI, the CLC reserves the right to only ask select firms to provide an Oral Presentation.

- Experience of the firm – 25%
- Qualifications of personnel – 25%
- Organization and approach – 15%
- References – 5%
- Fee Structure – 20%
- Oral Presentation – 10%

III. GENERAL INFORMATION

All firms must address the following issues and questions in their written Proposal.

1.
 - a. Describe your firm, its history and main areas of practice.
 - b. Indicate the total number of attorneys in the firm and the number of attorneys that you reasonably expect to work on CLC matters.
 - c. State the location of offices your firm maintains in Connecticut.
2. Identify and describe in detail the individual lawyers and/or paralegals who would be assigned to work with the CLC. Please indicate their areas of responsibility and experience.
3. Describe any quality control programs that you have in place to ensure that your legal services are properly managed and rendered.
4. Describe any policies or processes to reduce legal costs for your clients.
5. Describe the process of establishing budgets on matters assigned to your firm and the success in managing such budgets to conclusion.
6. Describe what, if any, procedures your firm has in place to ensure that your firm and its attorneys adhere to applicable rules of professional conduct.
7. Describe in detail how hiring your firm would be beneficial to the CLC's interests.
8. For each area of the law that you intend to perform work, delineate your practice experience in the area and where possible identify specific clients and matters. Identify prior relevant experience with lotteries, quasi-public agencies, or other similar entities. Describe in detail relevant litigation and corporate experience.
9. Disclose any material assignments, relationships or other employment that your firm or any employee of your firm has with any legally recognized gaming entity, state or local government, or other person or entity that may create a conflict of interest or the appearance of a conflict of interest in serving as counsel to the CLC. Discuss any measures that are either in place at your firm or would be taken to identify, disclose and resolve any possible conflicts of interest.
10. Disclose any complaints, grievances or proceeding brought against any employee or member of your firm that might affect your firm's ability to deliver legal services described in this RFP or that has resulted in the imposition of discipline or other penalties.
11. Describe your firm's affirmative action policy or plan. Describe how your firm advances diversity in your workplace.

12. Please provide as references a minimum of three (3) clients for whom your firm has performed similar legal services. For each reference, please provide a description of the work performed by your firm and a contact person along with contact information.

IV. PRICING

Hourly rate information and fee schedules must be submitted in a separately sealed envelope and not included or referenced in the body of the Proposal. Failure to comply with this requirement shall result in the rejection of the Proposal.

Pricing and fee information should include the following:

1. State how your firm intends to bill the CLC for legal services. The CLC will consider hourly rates, flat fees, discounted rates or other alternative pricing proposals.
2. State whether your firm will charge the CLC for ancillary services such as photocopying, overnight mail, travel time, mileage or on-line research fees. Identify the rates for each such item.
3. Identify how you would charge the CLC for reviewing its current gaming system contract with its on-line vendor (which is approximately 200 pages) and its enabling legislation and regulations. Familiarity with these items is required to advise the CLC on an ongoing basis.

V. SUBMISSION OF PROPOSALS

The following requirements must be observed by your firm in the preparation and submission of a Proposal:

1. Firms submitting a Proposal may not contact members of the Board of Directors or other staff of the CLC.
2. One (1) original and five (5) copies of your Proposal, including the Pricing Proposal in a separately sealed envelope, shall be delivered to James F. McCormack, Corporate Counsel & Director of Government Affairs, Connecticut Lottery Corporation, 777 Brook Street, Rocky Hill, CT 06067, no later than 4:00 p.m., October 8, 2009. Faxed responses will not be considered. Proposals received after the aforementioned deadline shall be rejected and returned by the CLC.
3. Responses must include a cover letter signed by an individual authorized to enter into a Contract with the CLC on behalf of the firm, acknowledging that the firm agrees to be bound by the terms and conditions of the RFP and affirming that all information contained in the Proposal is true and accurate.

4. Failure to comply with the requirements of this RFP may result in the CLC's rejection of a Proposal. The CLC reserves the right to reject all Proposals submitted in response to the RFP prior to the selection of law firm(s) to be awarded a Contract.
5. Inquiries or requests for interpretation or clarification of any term in the RFP shall be submitted in writing and addressed to James F. McCormack, Corporate Counsel & Director of Government Affairs, Connecticut Lottery Corporation, 777 Brook Street, Rocky Hill, CT 06067, or by e-mail to james.mccormack@ctlottery.org, no later than 4:00 p.m., September 18, 2009.
6. The CLC shall not be liable for any pre-contract costs incurred by law firms participating in the selection process.

VI. REVIEW OF PROPOSAL

In its review of Proposals, the CLC reserves the right to:

1. Reject any and all Proposals received in response to this RFP;
2. Waive or modify any irregularities or informalities in Proposals received;
3. Award a Contract or Contracts for legal services to the law firm or law firms that submitted the most favorable Proposal, considering price and other factors that in the CLC's judgment is in the best interests of the CLC. The CLC is not obligated to award a Contract based upon the lowest price;
4. Request additional information as determined necessary; and
5. Request some or all firms responding to make Oral Presentations.

VII. ACCEPTANCE OF PROPOSAL BY CLC

1. Acceptance by the CLC of a law firm to serve as the CLC's counsel does not guarantee such law firm any percentage of work or other allocation of business from the CLC, though it is the CLC's intent to work closely and consistently with the selected firm or firms.
2. Members of the selected law firm(s) may be required to submit to credit and criminal background checks as well as licensing requirements by the State of Connecticut Division of Special Revenue, as determined by the State of Connecticut Division of Special Revenue.
3. Members of the law firm selected to represent the CLC may be prohibited from purchasing lottery tickets from the CLC or receiving a prize from lottery tickets sold

by the CLC. Any spouse, child, sibling or parent residing as a member of the same household may also be so prohibited.

4. Selected firms shall enter into a final engagement for legal services (the “Contract”) with the CLC that shall include the pertinent provisions of this RFP and the Proposal, including but not limited to pricing.
5. The term of the Contract shall be for an initial period of two (2) years. The Contract may be renewed for two (2) additional one (1) year terms unless terminated sooner by the CLC. The CLC shall reserve the right to terminate the Contract for cause or convenience upon written notice.
6. The law firm agrees to render an invoice to the CLC each month for all legal services performed and all costs and expenses incurred during the prior month. Each monthly invoice shall contain at least the following information:
 - a. File name and file number to be charged;
 - b. Names of all persons performing services for which payment is sought;
 - c. Brief description of services performed by each person;
 - d. Time spent by each person and their hourly rate, assuming hourly rate applies;
 - e. Total of fees and costs incurred and paid to date for services rendered for each matter;
 - f. Separate listing of any expenses incurred and charged to the CLC.
7. The selected law firm shall secure and maintain, at no cost to the CLC, a professional liability policy in a form and amount acceptable to the CLC. A Certificate of Insurance evidencing such shall be provided to the CLC with the Proposal.

VIII. REQUIRED FORMS

The following Forms are to be completed and submitted with each law firm’s Proposal.

1. Exhibit A - Consulting Agreement Affidavit
2. Exhibit B - Gift and Campaign Contribution Certification
3. Exhibit C - SEEC Form 10 Campaign Contribution and Solicitation Ban
4. Exhibit D - Nondiscrimination Certification – Affidavit
5. Exhibit E – Important Notices

Additional documents may be required should the State of Connecticut Division of Special Revenue determine at any time that a background check is required.

EXHIBIT A
CONSULTING AGREEMENT AFFIDAVIT



STATE OF CONNECTICUT
CONSULTING AGREEMENT AFFIDAVIT

Affidavit to accompany a State contract for the purchase of goods and services with a value of \$50,000 or more in a calendar or fiscal year, pursuant to Connecticut General Statutes §§ 4a-81(a) and 4a-81(b)

INSTRUCTIONS:

If the bidder or vendor has entered into a consulting agreement, as defined by Connecticut General Statutes § 4a-81(b)(1): Complete all sections of the form. If the bidder or vendor has entered into more than one such consulting agreement, use a separate form for each agreement. Sign and date the form in the presence of a Commissioner of the Superior Court or Notary Public. **If the bidder or vendor has not entered into a consulting agreement, as defined by Connecticut General Statutes § 4a-81(b)(1):** Complete only the shaded section of the form. Sign and date the form in the presence of a Commissioner of the Superior Court or Notary Public.

Submit completed form to the awarding State agency with bid or proposal. For a sole source award, submit completed form to the awarding State agency at the time of contract execution.

This affidavit must be amended if the contractor enters into any new consulting agreement(s) during the term of the State contract.

AFFIDAVIT: [Number of Affidavits Sworn and Subscribed On This Day: _____]

I, the undersigned, hereby swear that I am the chief official of the bidder or vendor awarded a contract, as described in Connecticut General Statutes § 4a-81(a), or that I am the individual awarded such a contract who is authorized to execute such contract. I further swear that I have not entered into any consulting agreement in connection with such contract, **except for the agreement listed below:**

Consultant's Name and Title	Name of Firm (if applicable)	
_____	_____	_____
Start Date	End Date	Cost
_____	_____	_____
Description of Services Provided: _____		

Is the consultant a former State employee or former public official? YES NO

If YES: _____
Name of Former State Agency Termination Date of Employment

Sworn as true to the best of my knowledge and belief, subject to the penalties of false statement.

Printed Name of Bidder or Vendor	Signature of Chief Official or Individual	Date
_____	_____	_____
Awarding State Agency	Printed Name (of above)	
_____	_____	

Sworn and subscribed before me on this _____ day of _____, 200__.

Commissioner of the Superior Court
or Notary Public

EXHIBIT B

GIFT AND CAMPAIGN CONTRIBUTION CERTIFICATION



STATE OF CONNECTICUT GIFT AND CAMPAIGN CONTRIBUTION CERTIFICATION

Certification to accompany a State contract with a value of \$50,000 or more in a calendar or fiscal year, pursuant to C.G.S. §§ 4-250 and 4-252(c); Governor M. Jodi Rell's Executive Orders No. 1, Para. 8, and No. 7C, Para. 10; and C.G.S. §9-612(g)(2), as amended by Public Act 07-1

INSTRUCTIONS:

Complete all sections of the form. Attach additional pages, if necessary, to provide full disclosure about any lawful campaign contributions made to campaigns of candidates for statewide public office or the General Assembly, as described herein. Sign and date the form, under oath, in the presence of a Commissioner of the Superior Court or Notary Public. Submit the completed form to the awarding State agency at the time of initial contract execution (and on each anniversary date of a multi-year contract, if applicable).

CHECK ONE: Initial Certification Annual Update (Multi-year contracts only.)

GIFT CERTIFICATION:

As used in this certification, the following terms have the meaning set forth below:

- 1) "Contract" means that contract between the State of Connecticut (and/or one or more of its agencies or instrumentalities) and the Contractor, attached hereto, or as otherwise described by the awarding State agency below;
- 2) If this is an Initial Certification, "Execution Date" means the date the Contract is fully executed by, and becomes effective between, the parties; if this is an Annual Update, "Execution Date" means the date this certification is signed by the Contractor;
- 3) "Contractor" means the person, firm or corporation named as the contractor below;
- 4) "Applicable Public Official or State Employee" means any public official or state employee described in C.G.S. §4-252(c)(1)(i) or (ii);
- 5) "**Gift**" has the same meaning given that term in C.G.S. § 4-250(1);
- 6) "Planning Start Date" is the date the State agency began planning the project, services, procurement, lease or licensing arrangement covered by this Contract, as indicated by the awarding State agency below; and
- 7) "Principals or Key Personnel" means and refers to those principals and key personnel of the Contractor, and its or their agents, as described in C.G.S. §§ 4-250(5) and 4-252(c)(1)(B) and (C).

I, the undersigned, am the official authorized to execute the Contract on behalf of the Contractor. I hereby certify that, between the Planning Start Date and Execution Date, neither the Contractor nor any Principals or Key Personnel has made, will make (or has promised, or offered, to, or otherwise indicated that he, she or it will, make) any **Gifts** to any Applicable Public Official or State Employee.

I further certify that no Principals or Key Personnel know of any action by the Contractor to circumvent (or which would result in the circumvention of) the above certification regarding **Gifts** by providing for any other principals, key personnel, officials, or employees of the Contractor, or its or their agents, to make a **Gift** to any Applicable Public Official or State Employee. I further certify that the Contractor made the bid or proposal for the Contract without fraud or collusion with any person.

CAMPAIGN CONTRIBUTION CERTIFICATION:

I further certify that, on or after December 31, 2006, neither the Contractor nor any of its principals, as defined in C.G.S. § 9-612(g)(1), has made any **campaign contributions** to, or solicited any contributions on behalf of, any exploratory committee, candidate committee, political committee, or party committee established by, or supporting or authorized to support, any candidate for statewide public office, in violation of C.G.S. § 9-612(g)(2)(A). I further certify that **all lawful campaign contributions** that have been made on or after December 31, 2006 by the Contractor or any of its principals, as defined in C.G.S. § 9-612(g)(1), to, or solicited on behalf of, any exploratory committee, candidate committee, political committee, or party committee established by, or supporting or authorized to support any candidates for statewide public office or the General Assembly, are listed below:



**STATE OF CONNECTICUT
GIFT AND CAMPAIGN CONTRIBUTION CERTIFICATION**

Lawful Campaign Contributions to Candidates for Statewide Public Office:

Contribution Date Name of Contributor Recipient Value Description

Lawful Campaign Contributions to Candidates for the General Assembly:

Contribution Date Name of Contributor Recipient Value
Description

Sworn as true to the best of my knowledge and belief, subject to the penalties of false statement.

Printed Contractor Name

Signature of Authorized Official

Subscribed and acknowledged before me this _____ day of _____, 200__.

Commissioner of the Superior Court (or Notary Public)

For State Agency Use Only

Awarding State Agency

Planning Start Date 9/8/2009

Contract Number or Description

EXHIBIT C

CAMPAIGN CONTRIBUTION AND SOLICITATION BAN

STATE OF CONNECTICUT STATE ELECTIONS ENFORCEMENT COMMISSION 20 Trinity Street Hartford, Connecticut 06106—1628

SEEC FORM 10

NOTICE TO EXECUTIVE BRANCH STATE CONTRACTORS AND PROSPECTIVE STATE CONTRACTORS OF CAMPAIGN CONTRIBUTION AND SOLICITATION BAN

This notice is provided under the authority of Connecticut General Statutes 9-612(g)(2), as amended by P.A. 07-1, and is for the purpose of informing state contractors and prospective state contractors of the following law (italicized words are defined on page 2):

Campaign Contribution and Solicitation Ban

No *state contractor, prospective state contractor, principal of a state contractor or principal of a prospective state contractor*, with regard to a *state contract or state contract solicitation* with or from a state agency in the executive branch or a quasi-public agency or a holder, or principal of a holder of a valid prequalification certificate, shall make a contribution to, or *solicit* contributions on behalf of (i) an exploratory committee or candidate committee established by a candidate for nomination or election to the office of Governor, Lieutenant Governor, Attorney General, State Comptroller, Secretary of the State or State Treasurer, (ii) a political committee authorized to make contributions or expenditures to or for the benefit of such candidates, or (iii) a party committee;

In addition, no holder or principal of a holder of a valid prequalification certificate, shall make a contribution to, or solicit contributions on behalf of (i) an exploratory committee or candidate committee established by a candidate for nomination or election to the office of State senator or State representative, (ii) a political committee authorized to make contributions or expenditures to or for the benefit of such candidates, or (iii) a party committee.

Duty to Inform

State contractors and prospective state contractors are required to inform their principals of the above prohibitions, as applicable, and the possible penalties and other consequences of any violation thereof.

Penalties for Violations

Contributions or solicitations of contributions made in violation of the above prohibitions may result in the following civil and criminal penalties:

Civil penalties--\$2000 or twice the amount of the prohibited contribution, whichever is greater, against a principal or a contractor. Any state contractor or prospective state contractor which fails to make reasonable efforts to comply with the provisions requiring notice to its principals of these prohibitions and the possible consequences of their violations may also be subject to civil penalties of \$2000 or twice the amount of the prohibited contributions made by their principals.

Criminal penalties—Any knowing and willful violation of the prohibition is a Class D felony, which may subject the violator to imprisonment of not more than 5 years, or \$5000 in fines, or both.

Contract Consequences

Contributions made or solicited in violation of the above prohibitions may result, in the case of a state contractor, in the contract being voided. Contributions made or solicited in violation of the above prohibitions, in the case of a prospective state contractor, shall result in the contract described in the state contract solicitation not being awarded to the prospective state contractor, unless the State Elections Enforcement Commission determines that mitigating circumstances exist concerning such violation.

The state will not award any other state contract to anyone found in violation of the above prohibitions for a period of one year after the election for which such contribution is made or solicited, unless the State Elections Enforcement Commission determines that mitigating circumstances exist concerning such violation.

Receipt acknowledged: _____

(signature) (date)

Print name: _____ Title: _____

Company Name: _____

Additional information and the entire text of P.A 07-1 may be found on the website of the State Elections Enforcement Commission, www.ct.gov/seec. Click on the link to "State Contractor Contribution Ban"

EXHIBIT E – Important Notices

IMPORTANT NOTICE TO CLC EMPLOYEES

TO: All Connecticut Lottery Corporation Employees

FROM: Anne M. Noble, President & CEO

DATE: September 8, 2009

SUBJECT: Legal Services Agreement (Request for Proposals CLC200914)

The Connecticut Lottery Corporation (the “CLC”) has issued a Request for Proposals (RFP) for a Legal Services Agreement.

Effective immediately, therefore, in order to assure the integrity of the procurement and selection processes, there shall be NO CONTACT authorized between CLC staff members and any prospective law firm, except for such contacts as may be necessary by the Evaluation Committee during the selection process and for routine contacts as may be required in connection with existing contracts. This restriction prohibiting any contact shall also apply to any consultant, lobbyist, agent or advisor to any such law firm.

This prohibition against non-essential contacts will continue until the entire RFP and Contract Award process has been concluded.

The sole contact on matters pertaining to this RFP is **James F. McCormack, Corporate Counsel & Director of Government Affairs**. All telephone calls and/or correspondence must be directed to James McCormack at www.james.mccormack@ctlottery.org or 860-713-2800.

It is very unlikely that prospective law firms will attempt any communication because the RFP strictly prohibits all such inquiries. However, in the event that any attempt is made by a prospective law firm to contact or establish communication with a member of the Lottery staff, it should be reported immediately to James McCormack.

CLC employees are further reminded that no news releases or statements to the news media pertaining to this RFP, related Proposals, and/or Contracts resulting there from shall be issued or made without prior written approval of the President & CEO.

Any questions or requests for clarification of this requirement should be directed to James McCormack.

IMPORTANT NOTICE TO CLC BOARD OF DIRECTORS

TO: Members of the CLC Board of Directors

FROM: Anne M. Noble, President & CEO

DATE: September 8, 2009

SUBJECT: Legal Services Agreement (Request for Proposals CLC200914)

The Connecticut Lottery Corporation (the "CLC") has issued a Request for Proposals (RFP) for a Legal Services Agreement. The CLC will engage a qualified law firm to provide legal services and representation to the CLC for an initial term of two (2) years

Effective immediately, therefore, in order to assure the integrity of the procurement and selection processes, I am asking Members of the Board of Directors to refrain from all non-essential contact with any prospective law firm, except for such contacts as may be necessary by the Evaluation Committee during the selection process and for routine contacts as may be required in connection with existing contracts. This restriction prohibiting any contact shall also apply to any consultant, lobbyist, agent or advisor to any such law firm.

This prohibition against non-essential contacts will continue until the entire RFP and Contract Award process has been concluded.

The sole contact on matters pertaining to this RFP is **James F. McCormack, Corporate Counsel & Director of Government Affairs**. All telephone calls and/or correspondence must be directed to James McCormack at www.james.mccormack@ctlottery.org or 860-713-2800.

It is very unlikely that prospective law firms will attempt any communication because the RFP strictly prohibits all such contact. However, in the event that any attempt is made by a prospective law firm to contact or establish communication with a member of the Board of Directors, it should be reported immediately to James McCormack.

Members of the CLC Board of Directors are further reminded that no news releases or statements to the news media pertaining to this RFP, related Proposals, and/or Contracts resulting there from shall be issued or made without prior written approval of the President & CEO.

Any questions or requests for clarification of this requirement should be directed to James McCormack.

IMPORTANT NOTICE TO DIVISION OF SPECIAL REVENUE

TO: Paul Young, Executive Director of the Division of Special Revenue

FROM: Anne M. Noble, President & CEO

DATE: September 8, 2009

SUBJECT: Legal Services Agreement (Request for Proposals CLC200914)

The Connecticut Lottery Corporation (the "CLC") has issued a Request for Proposals (RFP) for a Legal Services Agreement. The CLC will engage a qualified law firm to provide legal services and representation to the CLC for an initial term of two (2) years

Effective immediately, therefore, in order to assure the integrity of the procurement and selection processes, the Lottery asks your assistance in directing employees of the Division of Special Revenue to prohibit contact with any prospective law firm for this contract except for such contacts as may be necessary by the Evaluation Committee during the selection process and for routine contacts as may be required in connection with existing contracts. This restriction prohibiting any contact shall also apply to any consultant, lobbyist, agent or advisor to any such law firm.

This prohibition against non-essential contacts will continue until the entire RFP and Contract Award process has been concluded.

The sole contact on matters pertaining to this RFP is **James F. McCormack, Corporate Counsel & Director of Government Affairs**. All telephone calls and/or correspondence must be directed to James McCormack at www.james.mccormack@ctlottery.org or 860-713-2800.

It is very unlikely that prospective law firms will attempt any communication because the RFP strictly prohibits all such inquiries. However, in the event that any attempt is made by a prospective law firm to contact or establish communication with a member of your staff, it should be reported immediately to James McCormack.

DOSR employees are further reminded that no news releases or statements to the news media pertaining to this RFP, related Proposals, and/or Contracts resulting there from shall be issued or made without prior written approval of the President & CEO.

Any questions or requests for clarification of this requirement should be directed to James McCormack.